

# N99000003509

*Walter E. Apple*

ATTORNEY AT LAW  
2425 East Commercial Blvd., Suite 101  
Fort Lauderdale, Florida 33308-4003

Telephone (954) 351-0350  
Telecopier (954) 351-0810

May 28, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

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-06/03/99--01026--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: FLORIDA RECYCLERS COALITION, INCORPORATED  
a not-for-profit corporation.

Gentlemen and Mesdames:

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida not-for-profit corporation.

A check for \$78.50 is enclosed. This represents payment for:

Corporation filing fee	\$35.00
Registered agent designation	35.00
Certificate of status	<u>8.75</u>
Total	\$78.75

FILED  
99 JUN -3 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Very truly yours,



Encl.

T BROWN JUN - 8 1999

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA RECYCLERS COALITION, INCORPORATED**

FILED  
99 JUN -3 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation not for profit under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation (the "Corporation") shall be the "Florida Recyclers Coalition, Incorporated."

**ARTICLE II**

**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

**PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes as those terms are defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or any corresponding provisions of a subsequent federal law. The purpose of the Corporation is to provide a forum for individuals, private employers, businesses, agencies (both public and private), and commercial and retail property owners and other individuals residing, working or located in Florida, within which to address common concerns relating to the Recycling Industry. The Corporation shall engage in activities necessary and proper to accomplish these purposes in accordance with law. The Corporation will attempt to lessen the burdens of government.

## **ARTICLE IV**

### **POWERS**

The Corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to obtain and earn funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

In addition to the powers specified above, the Corporation shall have the additional powers specified in its Bylaws.

## **ARTICLE V**

### **LIMITATIONS**

a. The corporate powers shall be exercised so as to maintain the corporate status as a non-private foundation under the provisions of Section 509(a) of the Internal Revenue Code of 1986, as amended (the "Code").

b. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. All income from funds invested by the corporation (or all principal of such funds, if so specified by the donor of such funds), shall be earned, held and/or distributed solely for the benefit of the Corporation and shall be distributable only to the corporation as distributions are made.

c. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

d. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code, and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE VI**

### **MEMBERS**

The Corporation shall not have members.

## **ARTICLE VII**

### **DISTRIBUTION ON DISSOLUTION**

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more organizations located in the State of Florida with similar purposes as the Corporation and qualified under Section 501(c)(3) of the Code, and if there are no such organizations, the assets shall be distributed in the discretion of the Board of Directors, to one or more organizations having their principal place of operation in the State of Florida and qualified under Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then

located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation and which are qualified under Section 501(c)(3) of the Code.

## **ARTICLE VIII**

### **OFFICES AND INITIAL REGISTERED AGENT**

The offices of the Corporation shall be located at 2425 E. Commercial Blvd., Suite 101, Ft. Lauderdale, Florida 33308-4003. The initial registered agent of the Corporation shall be Walter E. Apple, 2425 E. Commercial Blvd., Suite 101, Ft. Lauderdale, Florida 33308-4003.

## **ARTICLE IX**

### **BOARD OF DIRECTORS**

The management of the Corporation shall be vested in the Board of Directors (the "Board of Directors"). The members of the Board of Directors shall serve without compensation. The number of persons constituting the initial Board of Directors shall be thirteen (13), but the number of directors may be increased to no more than twenty-five (25). The Board of Directors shall at all times have at least nine (9) members. Members of the Board of Directors shall be nominated by the nominating committee. The names and addresses of the organizational Board of Directors are as follows:

The terms of the initial directors shall expire as of the date of the third annual meeting of the Board of Directors. Upon the expiration of each director's term, or upon majority vote of the Board to expand the number of Board members, a new director will be elected (or a prior director will be re-elected, if applicable) for a full term as provided herein.

A director's term shall be three (3) years; provided, however, that the director who is the Chairman of the Board shall serve as director as long as he retains such office. Directors may only serve two (2) consecutive terms; provided, however, that any partial term (which shall include (a) a partial term which is served to finish the uncompleted term of another director, and (b) the terms of the Corporation's initial directors) shall not be counted as one of the permitted two (2) terms, and provided, however, that by a 75% vote of the Board, a member may be re-elected as a permanent Board member if recognition of continuous and extraordinary service. At any given time, there may be a maximum of ten permanent members of the Board.

When a director completes a term, or when a director's term is terminated prior to its expiration for any reason, including, without limitation, death or resignation, such director's replacement (which may be, if permitted, the same individual) shall be selected by the Board by majority vote.

## **ARTICLE X**

### **INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

Walter E. Apple,  
2425 E. Commercial Blvd.  
Suite 101  
Ft. Lauderdale, Florida 33308-4003

## **ARTICLE XI**

### **BYLAWS**

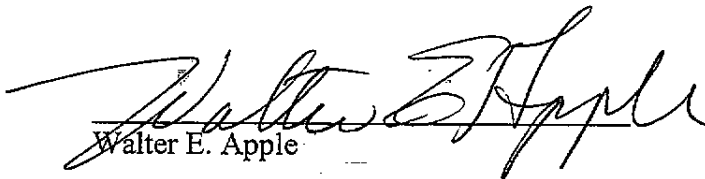
The Bylaws shall be adopted, altered, amended or repealed only by a majority vote of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with applicable law or these Articles of Incorporation.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION

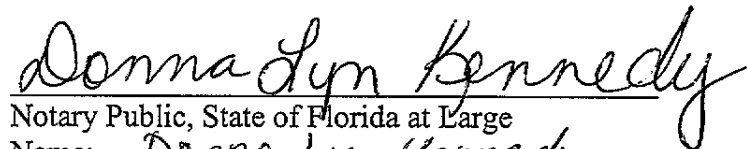
These Articles of Incorporation shall be amended only by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature on the 28 day of May, 1999.

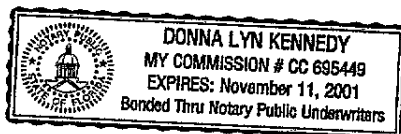
  
Walter E. Apple

STATE OF FLORIDA       )  
COUNTY OF Broward ) ss:

The foregoing instrument was acknowledged before me this 28 day of May, 1999 by Walter E. Apple, P.A., the person who executed the foregoing Articles of Incorporation of Florida Recyclers Coalition, Incorporated on behalf of the Corporation. He is personally known to me ~~or has produced~~ \_\_\_\_\_ as identification, and ~~did take an oath.~~

  
Notary Public, State of Florida at Large  
Name: Donna Lyn Kennedy  
Commission No.: \_\_\_\_\_

My Commission Expires:



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of the Florida Recyclers Coalition, Incorporated made in the foregoing Articles of Incorporation.

Date: May 28/1999

By:

Walter E. Apple

*Walter E. Apple*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA